

## Internal Revenue Service

Department of the Treasury  
Washington, DC 20224

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Person To Contact:

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Telephone Number:

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CC:PSI:03  
PLR-129413-10  
Date:  
October 21, 2010

### LEGEND

Company1 =

Company2 =

Company3 =

Date =

Dear :

This letter responds to a request dated July 13, 2010, for an extension of time under § 301.9100-3 of the Procedure and Administration Regulations to file an election under § 754 of the Internal Revenue Code.

### FACTS

The information submitted states that Company2, through a series of disregarded entities, owns the majority of Company1. Company3 owns the remaining minority share of Company1. All of the entities are limited liability companies treated as partnerships for federal tax purposes. On Date, Company2 made a distribution in liquidation of one of its member's interests and adjusted the bases of its assets pursuant to § 734(b). The basis adjustment affected certain assets held by Company1. Moreover, as of Date, Company2 and Company3 had a § 754 election in place, but due to inadvertence,

Company1 had not filed a § 754 election. As a result, the assets held by Company1 were ineligible for a basis adjustment pursuant to § 734(b).

### LAW AND ANALYSIS

Section 754 provides that if a partnership files an election, in accordance with the regulations prescribed by the Secretary, the basis of partnership property is adjusted, in the case of a distribution of property, in the manner provided in § 734 and, in the case of a transfer of a partnership interest, in the manner provided in § 743. Such an election shall apply with respect to all distributions of property by the partnership and to all transfers of interests in the partnership during the taxable year with respect to which the election was filed and all subsequent taxable years.

Section 1.754-1(b) of the Income Tax Regulations provides that an election under § 754 to adjust the basis of partnership property under §§ 734(b) and 743(b), with respect to a distribution of property to a partner or a transfer of an interest in a partnership, is made in a written statement filed with the partnership return for the taxable year during which the distribution or transfer occurs. For the election to be valid, the return must be filed not later than the time prescribed by § 1.6031-1(e) (including extensions thereof) for filing the return for that taxable year.

Under § 301.9100-1(c), the Commissioner may grant a reasonable extension of time to make a regulatory election, or a statutory election (but no more than six months except in the case of a taxpayer who is abroad), under all subtitles of the Code, except subtitles E, G, H, and I.

Section 301.9100-1(b) defines the term “regulatory election” as including an election whose deadline is prescribed by a regulations published in the Federal Register.

Sections 301.9100-1 through 301.9100-3 provide the standards the Commissioner will use to determine whether to grant an extension of time to make an election.

Section 301.9100-2 provides automatic extensions of time for making certain elections.

Section 301.9100-3 provides extensions of time for making elections that do not meet the requirements of § 301.9100-2. Requests for relief under § 301.9100-3 will be granted when the taxpayer provides evidence that the taxpayer acted reasonably and in good faith, and that granting relief will not prejudice the interests of the government.

### CONCLUSION

Based solely upon the information submitted and the representations made, we conclude that the requirements of §§ 301.9100-1 and 301.9100-3 have been satisfied. As a result, Company1 is granted an extension of time of 120 days following the date of this letter to make a § 754 election. The election should be made in a written statement filed with the applicable service center for association with Company1's return. A copy of this letter should be attached to the statement filed.

Except as specifically set forth above, we express no opinion concerning the federal income tax consequences of the transactions described above under any other provision of the Code. Specifically, we express no opinion as to whether Company1 is a partnership for federal tax purposes.

This ruling is directed only to the taxpayer requesting it. Section 6110(k)(3) provides that it may not be used or cited as precedent.

Pursuant to the Power of Attorney on file with this office, we are sending a copy of this ruling to the taxpayer's representative.

Sincerely,

Associate Chief Counsel  
(Passthroughs & Special Industries)

By: \_\_\_\_\_/s/\_\_\_\_\_  
James A. Quinn  
Senior Counsel, Branch 3  
Office of Associate Chief Counsel  
(Passthroughs & Special Industries)

Enclosures (2)  
Copy of this letter  
Copy for Section 6110 purposes

**CC:**